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廣州白雲山醫葯集團股份有限公司

**GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS CO., LTD.**

*(a joint stock company with limited liability established in the People's Republic of China)*

(H Share Stock Code: 0874)

## **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The Board hereby announces that at its meeting held on the date of this announcement, it has approved the proposed amendment to the Articles of Association.

The proposed amendment to the Articles of Association is subject to Shareholders' approval at the EGM.

The Board hereby announces that at its meeting held on the date of this announcement, it has approved the proposed amendment to the Articles of Association, details of which are set out below.

### **1. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

#### **Scope of amendment**

The existing Article 123 will be amended as follows:

The Company set up the Board ("the Board"). The Board of Directors consists of eleven directors, including one chairman and one vice chairman.

The proposed amendment to the Articles of Association is subject to Shareholders' approval at the EGM.

#### **Reason for the proposed amendment to the Articles of Association**

To improve the corporate governance of the Company, the Articles of Association is proposed to be amended as described above.

All the Directors (including the independent non-executive Directors) consider that the proposed amendment to the Articles of Association is in the interests of the Company and the Shareholders as a whole.

## 2. EGM

The proposed amendment to the Articles of Association is subject to Shareholders' approval at the EGM. Please refer to the relevant circular and notice of the EGM to be issued by the Company for details.

### Definitions

Unless the context otherwise requires, the following terms have the following meaning when used in this announcement:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, a joint stock company with limited liability established in the People's Republic of China, whose H shares and A shares are listed on The Stock Exchange of Hong Kong Limited and The Shanghai Stock Exchange respectively
“Directors”	the directors of the Company
“EGM”	the first extraordinary general meeting in 2014 to be held at the conference room of the Company at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Tuesday, 28 January 2014 at 9:00 a.m.
“Shareholders”	holders of the shares of the Company

The Board of  
**Guangzhou Baiyunshan Pharmaceutical  
Holdings Company Limited**

Guangzhou, the PRC, 6 December 2013

*As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning and Mr. Wu Changhai as executive directors, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua, Mr. Wong Lung Tak Patrick and Mr. Qiu Hongzhong as independent non-executive directors.*